



National Alliance on Mental Illness

# **NAMI** | El Dorado County

## **BYLAWS OF NAMI EL DORADO COUNTY**

### **ARTICLE I**

#### **Organization**

##### **Section 1. Name**

The name of the organization is **NAMI El Dorado County - Western Slope and South Lake Tahoe**, hereinafter referred to as **NAMI El Dorado County**.

##### **Section 2. Type of Corporation**

**NAMI El Dorado County** is a corporation with no membership voting rights.

##### **Section 3. Affiliation**

**NAMI El Dorado County** is associated with NAMI California and NAMI, the National Alliance on Mental Illness. **NAMI El Dorado County** shall be granted affiliate status by NAMI upon endorsement by the Board of Directors of NAMI California, and shall retain such affiliate status through continued compliance with the Standards of Excellence.

##### **Section 4. Use of the NAMI Affiliate Name and Logo**

**NAMI El Dorado County** acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy. Upon termination of affiliation with NAMI, the uses of these names, acronyms and logos by **NAMI El Dorado County** shall cease.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **Section 5. Seal**

NAMI El Dorado County shall not have a corporate seal.

## **Section 6. Organizational Independence**

NAMI El Dorado County is independent of other agencies and advocacy groups not affiliated with NAMI. NAMI El Dorado County will not share bylaws, articles of incorporation, or a board of directors with any other group.

## **Section 7. Location**

The principal office of NAMI El Dorado County is located in Placerville, El Dorado County, California.

## **Section 8. Purpose**

The purposes for which NAMI El Dorado County is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

## **Section 9. Mission**

The mission of NAMI El Dorado County is to provide emotional support, education, and resources for families and individuals living with mental illness. Through community collaboration and education, we advocate for a life of purpose, quality, and dignity – one without discrimination – for all people affected by mental illness.

## **Section 10. Vision**

The vision of NAMI El Dorado County is to:

- We seek to raise awareness that mental illnesses are biological brain disorders that can be successfully treated.
- We endeavor to take a leadership role in making El Dorado County a safe and mentally healthy community.
- We seek to strengthen the family through education so they are equipped to support and advocate of loved ones.
- We advocate for timely access to services and provide lists of resources.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

- We acknowledge that all people with mental illness are valued members of our community and have the right to productive and meaningful lives.

## **ARTICLE II**

### **Membership**

#### **Section 1. Definition**

A member is any person who accepts the mission of NAMI, NAMI California, and **NAMI El Dorado County** and pays dues in the amount and manner established by NAMI. A member, as defined above and used henceforth, shall always mean a member in good standing as of the record date. **NAMI El Dorado County** members are also members of NAMI California and NAMI.

#### **Section 2. Dues**

**NAMI El Dorado County** will abide by the standardized dues structure as set forth by the national organization, NAMI. This includes an “open door” membership option defined by income or economic necessity. “Open door” members shall have all the same rights and privileges as members who pay full dues.

#### **Section 3. Rights and Privileges**

- i. Members have no voting rights in **NAMI El Dorado County** as defined by this corporation.
- ii. Members have the rights and duties of NAMI California. The rights and duties, including voting rights, in NAMI are described in the NAMI California Bylaws.

## **ARTICLE III**

### **Directors**

#### **Section 1. Composition**

The Board of Directors shall consist of 5 to 15 Directors elected by the Board of Directors.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **Section 2. Qualifications**

The Board of Directors shall be NAMI California members in good standing and be willing to serve/fulfill their duties and elected term(s).

## **Section 3. Election**

Members of the Board of Directors shall be elected by the Board of Directors. There shall be no cumulative voting by Directors for the election of Directors. The voting shall be by written ballot.

## **Section 4. Terms of Office**

Each term lasts 3 years. Directors may serve no more than two (2) consecutive full terms. The term of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected. No immediate family members (immediate family members include any spouse, child, sibling, grandparent, or other such family member permanently residing with a current member of the Board of Directors) may serve as voting directors on the Board of Directors at the same time. No employees or family members of employees of **NAMI El Dorado County** shall serve on the Board. Any member of the Board of Directors may resign at any time by delivering written notice to the President of **NAMI El Dorado County**.

## **Section 5. Start of Term**

New Directors will assume office immediately after notification of the results of the election. At the first meeting of the Board of Directors after the election, the Board will elect the Officers from among the Directors. Officers serve a 1-year term and are eligible for re-election.

## **Section 6. Vacancies**

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

## **Section 7. Removal of a Director**

Any Director who has 3 absences from scheduled Board of Directors meetings within a twelve (12) month period, and who has not notified nor been excused by the President for those meetings, shall be removed from office.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

Whenever in its judgment the best interests of **NAMI El Dorado County** will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors.

## **ARTICLE IV**

### **Directors' Meetings**

#### **Section 1. Regular Meetings**

The Board of Directors shall meet at least 6 times per year at such time and place as the Board of Directors selects. Written notice, which shall not require the purpose of the particular meeting to be noted, shall be mailed or sent via electronic communication to each member of the Board of Directors not less than two (2) weeks prior to the meeting. Meetings of the Directors and/or Committees may be held by teleconferencing or other similar communications equipment, provided that all the members participating can hear and speak to each other simultaneously.

#### **Section 2. Election of Directors**

At the annual meeting of the director, director shall be elected by the Board of Directors in accordance with this Article. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of director to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

#### **Section 3. Special Meetings**

Special meetings may be called by the President or by written request of at least 5 Directors. Members of the Board of Directors shall be notified about the meeting and its purpose in writing not less than three (3) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

#### **Section 4. Meeting Agenda**

A published agenda shall be the order of business for all Board of Directors meetings.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **Section 5. Quorum**

The meeting must be attended by at least fifty percent (50%) of the Directors who are eligible to vote in order to constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.

## **Section 6. Governing Powers**

The Board of Directors shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of **NAMI El Dorado County**. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws.

## **Section 7. Duties**

In addition to the responsibilities vested in them by these Bylaws, the Directors shall be vested with the responsibility to execute the mission of the organization. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

All Board Members are expected to be supporters of the organization—to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.

The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

# **ARTICLE V**

## **Officers**

### **Section 1. Designation**

The Officers of **NAMI El Dorado County** shall be President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers annually from among the Directors, and they shall take office at the conclusion of the meeting in which they are elected. The term of any Officer may be extended if necessary until his or her successor is duly elected.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **Section 2. Duties of Officers**

**President:** The President shall have the authority for the general supervision of the affairs of **NAMI El Dorado County** under the direction of the Board of Directors. The President shall appoint committees and assure that the organization's objectives are executed in the best possible manner. The President shall also set the official meeting agenda and preside at all meetings of the organization. The President shall be the chief executive officer and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.

**Vice-President:** The Vice President shall succeed in the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

**Secretary:** The Secretary shall keep records of Board actions, including the taking of official minutes, sending out of meeting announcements, distribution of copies of minutes and agendas to each Board member, oversight of nominee and elections information, and assuring that corporate records are maintained.

**Treasurer:** The Treasurer shall have the responsibility for all monies, securities and other valuable properties of **NAMI El Dorado County**. He or she shall ensure that a full and accurate account of receipts and disbursements is kept in records. Written detailed accounts of financial transactions should be provided regularly or upon request.

## **Section 3. Compensation**

The board receives no compensation other than reasonable expenses.

## **ARTICLE VI**

### **Executive Director**

The Board of Directors may choose to employ an Executive Director to run the day-to-day operations of **NAMI El Dorado County**.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **ARTICLE VII**

### **Committees**

#### **Section 1. Structure**

The Board may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, membership, resource development, public relations, etc. The Board President appoints all committee chairs. With the exception of the Executive Committee, committee members who are not serving in the role of committee chair are not required to be current Board Members.

## **ARTICLE VIII**

### **Finances**

#### **Section 1. Fiscal**

The fiscal year shall begin on January 1 and conclude on December 31.

**NAMI El Dorado County** shall produce an annual financial report (if your NAMI Affiliate falls under the requirements for an official review or audit, as outlined in the Document Checklist, include the terminology, "...and conduct an official review." or "...and conduct an official audit.").

#### **Section 2. Contracts**

The Board of Directors may authorize any two (2) Officers as agents of **NAMI El Dorado County**, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of **NAMI El Dorado County**.

#### **Section 3. Checks**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of **NAMI El Dorado County** shall be signed by Officers. Payments should not exceed forty five (45) days of due date.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:



#### **Section 4. Deposits**

All funds of **NAMI El Dorado County** shall be timely deposited to the credit of **NAMI El Dorado County** in such bank, trust companies, or other depositories as the Board of Directors may select.

#### **Section 5. Contributions**

The Board of Directors may accept on behalf of **NAMI El Dorado County** any contribution, gift, bequest, or donation for the general purpose or for any special purpose of **NAMI El Dorado County**. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by **NAMI El Dorado County** through normal budget authorizations. Directors may not accept personal donations except cases in which refusing the personal donation would cause undue rejection of the donating party; in cases such as these, the Director should kindly accept the personal donation respectfully, then determine if there is any possible way to use that donation in the affiliate.

### **ARTICLE IX**

#### **Records**

**NAMI El Dorado County** shall keep correct and complete books and records of accounts, and shall keep minutes of proceedings of its Board of Directors and committees.

### **ARTICLE X**

#### **Non-Discrimination**

Neither **NAMI El Dorado County** nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, gender identity, sexual orientation, religion, socio-economic status, age, or lived experience, in requirements of membership, its policies or actions.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

## **ARTICLE XI**

### **Indemnification of Directors & Officers**

INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS. To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE XII**

### **Waiver of Notice and Consent to Holding Meetings**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **ARTICLE XIII**

### **Amendment of Bylaws**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by adherence to the procedures for the change or repeal of these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors.

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

**ARTICLE XIV**

**Amendment of Articles**

**Section 1. Amendment of Articles.**

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

**WRITTEN CONSENT OF DIRECTORS ADOPTING  
OF AMENDED AND RESTATED BYLAWS**

We, the undersigned, are all of the persons elected as the directors of NAMI El Dorado County nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016:

Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
[Name of President], President

\_\_\_\_\_  
[Name of Secretary], Secretary

(Once approved, these Bylaws should be signed by the Officers indicated above.)

These bylaws follow the NAMI California Affiliate Bylaws-Non-Voting Template dated 22-Feb-2016: